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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM

-----	X	
In re	X	
	X	Chapter 11
DELPHI CORPORATION, et al.,	X	
	X	Case No. 05-44481-RDD
Debtors.	X	(Jointly Administered)
	X	
-----	X	Judge Drain

AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL

CITY OF WASHINGTON  
DISTRICT OF COLUMBIA

The undersigned hereby makes solemn oath:

1. That I am a partner with the law firm of Smith, Gambrell & Russell, LLP ("SGR"). I am a registered patent attorney, and I am admitted to practice in the states of New York, Virginia, Michigan, Illinois, and the District of Columbia. SGR maintains offices at 1850 M Street, N.W., Suite 800, Washington, DC 20036.

2. SGR and I, specifically, have represented and advised debtor, Delphi Technologies, Inc. ("DTI") in certain intellectual property matters. SGR's work for DTI has been limited to patent prosecution work.

3. DTI has requested, and SGR has agreed to continue to represent DTI pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §101-1330, as amended (the Bankruptcy Code") with respect to certain intellectual property matters including patent prosecution work..

4. SGR's current fee arrangement with DTI is current hourly rates which may change from time to time.

5. Except as set forth herein, no promises have been received by SGR or any partner, or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

6. SGR has no agreement with any entity to share with such entity any compensation received by SGR.

7. SGR, its partners and associates may have in the past represented, currently represent and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Except as disclosed herein, SGR does not and will not represent any such entity in connection with these chapter 11 cases.

8. Delphi Corporation and its affiliated debtors, including DTI, (collectively, the "Debtors") have a large number of creditors. SGR represents Southwire Company ("Southwire") and IMS:GEAR Inc. and its parent IMS Morat Sohne GmbH (collectively "IMS"). Each of Southwire and IMS have claims against certain of the Debtors but do not hold claims against DTI. The claims of Southwire and IMS include reclamation claims and claims for amounts owed on account of goods and/or services provided to certain of the Debtors for which neither Southwire nor IMS have been paid.

9. SGR has advised DTI, Southwire, and IMS of this concurrent representation and the potential for a conflict to arise. DTI, Southwire, and IMS have each executed waivers of any conflict and have consented to SGR's continued representation of DTI, Southwire and IMS.

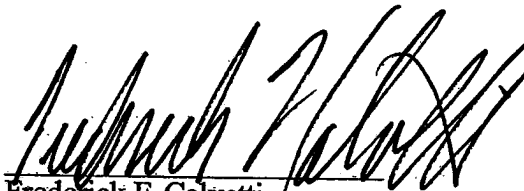
10. SGR expects that its representation of DTI will be unrelated to the work that it may perform for Southwire and IMS in this bankruptcy case. To the best of my knowledge, after inquiry made, SGR does not represent or hold any interest adverse to DTI or to DTI's estate and insofar as I have been able to ascertain neither SGR nor any members or associates thereof, nor I, have represented any interest adverse to the Debtors in matters for which SGR is to be engaged.

11. DTI owed SGR \$1540.50 for work done for DTI prior to filing its chapter 11 petition. SGR has waived this amount and all prepetition debts owed to SGR by DTI.

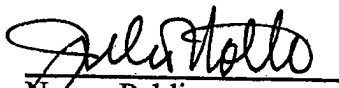
12. Neither SGR, nor any other member or associate thereof, nor I have any relationship with the Honorable Robert D. Drain of the United States Bankruptcy Court for the Southern District of New York, or with the United States Trustee's Office for the Southern District of New York such that employment of SGR would be prohibited or improper under Rule 5002 of the Federal Rules of Bankruptcy Procedure.

14. The foregoing constitutes the statement of SGR pursuant to sections 329 and 504 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2106(b)

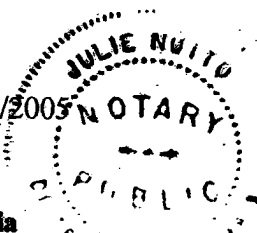
FURTHER AFFIANT SAYETH NOT.

  
Frederick F. Calvetti

Sworn to and subscribed  
before me this 23rd  
day of November, 2005.

  
Notary Public  
Commission Expires:    /    / 2005

Julie Notto  
Notary Public  
District of Columbia  
My Commission Expires Jan. 14, 2010



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	X	
	X	Chapter 11
DELPHI CORPORATION, et al.,	X	
	X	Case No. 05-44481-RDD
Debtors.	X	(Jointly Administered)
	X	
_____	X	Judge Drain

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the Affidavit of Ordinary Course

Professional was forwarded, via U.S. Mail, to the following:

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Chicago, IL 60606

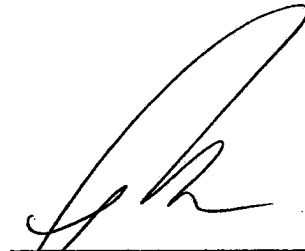
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THIS 16<sup>th</sup> day of December, 2005.

  
\_\_\_\_\_  
Barbara Ellis-Monro

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